

MEMORANDUM OF UNDERSTANDING

THIS MEMORANDUM OF UNDERSTANDING is entered between TELCOM ENTERPRISES OF MISSISSIPPI, INC. (hereinafter "TEM") and ERIC CLARK in his official capacity as MISSISSIPPI SECRETARY OF STATE (hereinafter "SOS").

PARTIES

1. TEM is located at 2025 Shady Crest Drive, Birmingham, Alabama 35216, and at all times herein was a "professional fund raiser" as defined in the Mississippi Charitable Solicitations Act.
2. Eric Clark is the duly elected Secretary of State for the State of Mississippi.

JURISDICTION

3. The parties herein acknowledge and confess the jurisdiction of the Secretary of State as to the parties and the subject matter of this Memorandum of Understanding.

RECITALS

4. TEM acted as a professional fund raiser for American Association of State Troopers (hereinafter "AAST"), a "charitable organization" as defined in the Mississippi Charitable Solicitations Act.
5. TEM, while soliciting contributions on behalf of AAST, failed to comply with Section 79-11-523(1)(a)(i) of the Mississippi Charitable Solicitations Act.

TERMS OF AGREEMENT

Now, therefore, in consideration of the foregoing and mutual promises and covenants contained herein, the parties agree as follows:

6. TEM agrees to pay SOS in the amount of Five Thousand Dollars (\$5,000.00) and agrees to remit payment to the "Mississippi Secretary of State" upon execution of this Memorandum of Understanding.
7. This Memorandum of Understanding resolves any and all of the allegations of the SOS known to the SOS up until the date of the execution of this agreement. TEM neither admits, nor denies the allegations of the SOS. This matter was resolved between the parties without any actual proceedings or findings being made.

The parties herein acknowledge that they have read all the terms of this Memorandum of Understanding, that it is complete, and they agree to comply with all of the terms herein. The parties further agree that any change, modification or alteration of this document may only be done in writing agreed to by all parties.

ERIC CLARK, IN HIS OFFICIAL CAPACITY AS SECRETARY OF STATE

By: _____ Date: _____
JAMES O. NELSON, II
Assistant Secretary of State

TELCOM ENTERPRISES OF MISSISSIPPI, INC.

By: Thomas J. Oser Date: Nov 16, 2005
SIGNATURE
Thomas J. Oser
PRINT NAME

Title: President